

# Metropolitan Miami Flower Show

# 701259

August 4, 1998

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32301

Dear Sir:

Enclosed are the following documents for  
Metropolitan Miami Flower Show, Inc.:

400002643684--6  
-09/18/98-01001-021  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Amended and Restated Articles of Incorporation,  
dated May 19, 1997.

Bylaws revision, 1997, dated November 17, 1977.

Sincerely yours,

*T. Jane S. Lusk-Smith*  
(Dr.) T. Jane S. Lusk-Smith  
Corresponding Secretary

Enclosures 2

RECEIVED  
50 AUG -6 AM 8:15  
DIVISION OF CORPORATIONS

350 West Enid Drive  
Key Biscayne, FL 33149-2006  
(305) 361-2322

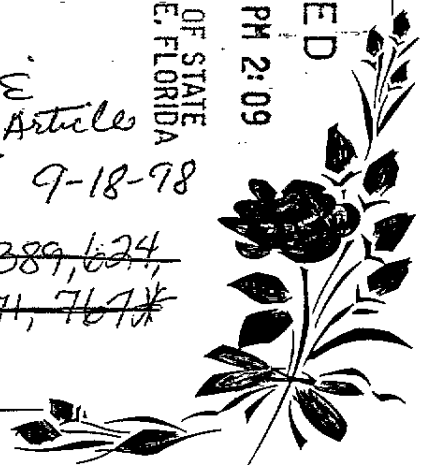
FILED  
98 SEP 18 PM 2:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amended &  
Restated Article  
LFS 9-18-98

\*1055, 2389, 624,  
531, 1071, 767\*



NON PROFIT CORPORATION





FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 12, 1998

Dr. T. Jane S. Lusk-Smith  
% METROPOLITAN MIAMI FLOWER SHOW, INC.  
350 West Enid Drive  
Key Biscayne, FL 33149-2006

SUBJECT: METROPOLITAN MIAMI FLOWER SHOW, INC.  
Ref. Number: 701259

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

If the document was approved by a majority vote or other percentage of the members as specified in the articles of incorporation, it should also contain a statement that the number of votes cast was sufficient for approval.

The document must have original signatures.

Bylaws are not filed with this office. Please retain them for your records.

The fee to file articles of amendment is \$35. For each certified copy requested, please add an additional \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6910.

Louise Flemming-Jackson  
Corporate Specialist Supervisor

Letter Number: 198A00041960

**Metropolitan Miami Flower Show**  
NON PROFIT CORPORATION



CO-SPONSORED BY METRO-DADE

PARK & RECREATION DEPARTMENT

September 15, 1998

Mrs. Louise Flemming-Jackson  
Corporate Specialist Supervisor  
Florida Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Letter Number 198A00041960, Reference 701259

Dear Mrs. Flemming-Jackson:

In response to your letter of August 12, 1998, enclosed is the original Amended and Restated Articles of Incorporation of the Metropolitan Miami Flower Show, Inc., amended on May 19, 1997, by a unanimous vote of those members present and voting.

Also enclosed is a check for \$35.00 to cover the filing fee. We do not need a certified copy.

Thank you for your assistance.

Sincerely yours,

A handwritten signature in cursive script that reads "Jane S. Lusk-Smith".

(Dr.) T. Jane S. Lusk-Smith  
Corresponding Secretary

Enclosures 2

350 West Enid Drive  
Key Biscayne, FL 33149-2006  
(305) 361-2322

FILED

98 SEP 18 PM 2:10

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
METROPOLITAN MIAMI FLOWER SHOW, INC.  
(A Corporation not for Profit)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

At a special meeting of the Metropolitan Miami Flower Show, Inc., a corporation not for profit under the laws of the State of Florida, on May 19, 1997, after due notice, by an affirmative vote of a majority of the members present, the following amendments, restating the Articles of Incorporation, were adopted.

ARTICLE I NAME

The name of this corporation shall be Metropolitan Miami Flower Show, Inc. The address of the principal office of this corporation is 55 S.W. 17 Road, Miami, FL 33138, or such other place as designated by the Board of Directors.

ARTICLE II OBJECT AND PURPOSE

The purpose of this non-profit corporation shall be to engage in activities which are educational, scientific, and charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future IRC as may apply to this nonprofit corporation and also to stimulate, cultivate, and perpetuate in the Garden Club community and in the general public interest in: horticulture, floral and landscape design, conservation, nature study; as well as an abiding appreciation of the beauty of nature, for our own good and the good of the whole community.

ARTICLE III TERM

The existence of this Corporation shall be perpetual.

ARTICLE IV MEMBERSHIP, DUES, AND CONTRIBUTIONS

The members of the corporation shall be divided into such classes as shall be provided for in the Bylaws. The qualifications for all classes of membership and the procedure for membership and dues shall be stipulated by the bylaws.

ARTICLE V THE BOARD

- A. The affairs of the corporation shall be managed by the Board of Directors, hereinafter known as the Board, which shall consist of not less than five (5) elected members and past President of the corporation as provided for in the bylaws.
- B. The elected members of the Board shall be elected by and from the voting members as provided for in the bylaws and shall be elected to serve a term of office as stipulated in the bylaws or until their successors are elected.
- C. The officers of the corporation shall be a president, one (1) or more vice-presidents, one (1) or more secretaries, a treasurer, and such other officers as may be deemed necessary, as provided for in the bylaws. These officers shall be elected by and from the elected members of the Board and shall be known as the Executive Board. Their term of office shall be as stated in the bylaws.
- D. Vacancies of any elected office shall be filled as provided by the bylaws.
- E. The annual meeting of the membership shall be in the spring of each year, unless otherwise voted by the Board. Special meetings may be called in

compliance with the bylaws.

ARTICLE VI INDEBTEDNESS AND REAL ESTATE

- A. The Corporation may incur such debt as is authorized by the Board.
- B. The Corporation may buy and sell real and personal property as may be authorized by the Board so long as the purchase and sale are in conformity with the purpose of this Corporation and are in compliance with requirements to maintain the not-for-profit status of the Corporation.

ARTICLE VII DISSOLUTION

In the event of dissolution, the residual assets of the organization, after all the liabilities and obligations have been met, shall in no way inure to the benefit of its members, but rather shall be distributed to the Florida Federation of Garden Clubs' Scholarship Fund and/or building memorials. Such actions shall be voted upon by the Active members of MMFS before any distribution of funds.

ARTICLE VIII AMENDMENTS

These Articles and the bylaws may be amended at any annual or special meeting of the membership by a majority vote of those members present and voting, provided that written notice of the proposed amendment/s be distributed to the Garden Club Presidents of the Florida Federation of Garden Clubs of Dade County to submit to the membership at least thirty-one days prior to the meeting, and a quorum of twenty (20) members are in attendance.

ARTICLE IX HISTORY

This amendment supersedes the original Charter of July 28, 1949, the amendments dated May 9, 1950, May 14, 1957, April 15, 1968, and May 19, 1987. The charter members are herein listed to commemorate and thank them by those who followed: H. Milton Link, Jonathan G. Seymore, Margaret Y. Pace, Theodora B. Buhler, and Zabel Horne.

After due notice to the membership, these Articles of Incorporation were amended May 19, 1997 by a unanimous vote of those members present and voting.

  
Dru Elmore, President